
**NEW JERSEY TURNPIKE AUTHORITY
REQUEST FOR PROPOSAL**

FOR

**INVESTMENT BANKING SERVICES
SENIOR MANGER AND CO-MANAGER**

RM-117140

JUNE 2015

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SECTION I -- INTRODUCTION

Enclosed herewith is a Request for Proposal (“RFP”) by the New Jersey Turnpike Authority (“Authority”) for a provider to perform senior manager (“Senior Manager”), or co-manager (“Co-Manager”) investment banking services (as further described in Section III, the “Services”). The Authority seeks proposals (“Proposals”) from all interested and qualified firms (“Proposers”). Such Proposals must be responsive to all of the requirements of this RFP. Proposers may apply for **only one** of the underwriting syndicates and must indicate for which underwriting syndicate they want to be considered. Based upon a review of the Proposals, the Authority intends to establish three (3) underwriting syndicates comprised of Senior Managers, Co-Senior Managers and Co-Managers: (1) anticipated new-money transaction up to \$750 million in 2015 (2) potential fixed rate refunding of the Series 2004B Bonds and (3) potential refunding of the Series 2012G Bonds, Series 2013G Bonds, Series 2013D-1 Bonds, Series 2013E-1 Bonds and Series 2014B-1 as well as the Series 2000B-G bonds. The award for the new money transaction syndicate will be for a term of one (1) year, while the award for each of the refunding syndicates will be for a term of two (2) years, all starting from the date of award.

In addition, the Authority is seeking to establish one pool of co-managers (“Co-Manager Pool”) from whom additional Co-Managers shall be selected for any transactions which come to market between the period January 1, 2016 and December 31, 2017. The awards for the Co-Manager Pool under this RFP will be for a term of two (2) years. Proposers must choose which syndicate they want to be considered for and may only submit a proposal for inclusion in one of the syndicates or the Co-Manager Pool.

The methods for establishing the underwriting syndicates and Co-Manager Pool are set forth in Section IV.

The solicitation of Proposals is being conducted pursuant to the statutes and laws of the State of New Jersey, as found in *N.J.S.A. 27:23-6.1*, and Executive Order No. 37 (Corzine, 2006), and the regulations and policies of the Authority with regard to the procurement of professional services. Furthermore, Proposals are being solicited through a fair and open process in accordance with *N.J.S.A. 19:44A-20.1*, et seq. In addition, Proposers are required to comply with the Equal Employment Opportunity (“EEO”) requirements of P.L. 1075, C.127 and (*N.J.A.C. 17:27*).

After evaluation of the Proposals, the Evaluation Committee will recommend to the Executive Director to award a contract to the Proposers whose Proposals, conforming to the RFP, is most advantageous to the Authority, price and other factors considered. The Executive Director may accept, reject or modify the recommendation of the Evaluation Committee. The recommendation will be placed on the Agenda for approval by the Authority’s Board of Commissioners.

The selected Senior Managers will be required to execute a standard form of bond purchase agreement.

The New Jersey Turnpike Authority (the “Authority”) has retained an independent registered municipal advisor. The Authority is represented by and will rely on its municipal advisor,

("FirstSouthwest"), to provide advice on proposals from financial services firms concerning the issuance of municipal securities and municipal financial products (including investments of bond proceeds and escrow investments) (See contact information below). This disclosure may be relied upon until January 31, 2016 unless otherwise withdrawn by the Authority.

The contact information for the Authority's municipal advisor is as follows:

Steven Kantor
Managing Director
FirstSouthwest
485 Madison Avenue
Suite 1800
New York, New York 10022
Telephone: 212.642.4350
Fax: 212.642.4357
Email: Steven.Kantor@firstsw.com

End of Section I

SECTION II -- ADMINISTRATIVE AND CONTRACTUAL INFORMATION

A. Purpose

This RFP contains a Scope of Services (Section III) that outlines the Authority's needs.

B. Inquiries

ONLY type-written inquiries concerning the RFP will be accepted. They should be directed to Andrea E. Ward, Director, Procurement and Materials Management ("PMM") Department, New Jersey Turnpike Authority, P.O. Box 5042, Woodbridge, New Jersey 07095-5042. Inquiries by FAX or e-mail are acceptable. The FAX number is 732-750-5399. The email address is sjenning@turnpike.state.nj.us. The inquiry deadline is **4:30 P.M. E.T., June 24, 2015**. Inquiries will not be entertained after this date and time.

A PROPOSER IS NOT PERMITTED TO MAKE INQUIRIES OF OR DISCUSS OR QUESTION ANY AUTHORITY EMPLOYEE, STATE EMPLOYEE OR COUNSEL OR CONSULTANT TO THE AUTHORITY (INCLUDING FIRSTSOUTHWEST) ABOUT THIS RFP WHILE THIS RFP IS OUTSTANDING, EXCEPT AS OTHERWISE SET FORTH HEREIN. IT IS NOT APPROPRIATE FOR ANY PROPOSER TO CONTACT ANY AUTHORITY COMMISSIONER OR ANY STATE OFFICIAL OR EMPLOYEE DURING THE RFP PROCESS. FAILURE TO COMPLY WITH THIS GUIDELINE MAY RESULT IN DISQUALIFICATION OF THE PROPOSER.

C. Closing Date

One (1) original and seven (7) copies of the Proposer's Proposal must be received no later than **4:30 PM E.T., Thursday, July 2, 2015** addressed to: Andrea E. Ward, Director, Procurement and Materials Management Department as follows:

Regular Mail

New Jersey Turnpike Authority
P. O. Box 5042
Woodbridge, NJ 07095

Federal Express or Other Overnight Delivery

New Jersey Turnpike Authority
581 Main Street
Woodbridge, NJ 07095

Proposals not delivered by the stated time and date shall not be considered unless the time is extended by the Authority pursuant to a written addendum issued by the Authority (the "Addendum").

Proposers mailing Proposals should allow for normal mail delivery time to ensure timely receipt of their RFP Responses. Please be advised that using overnight /next-day delivery service does not guarantee overnight/next-day deliveries to our location.

D. The Proposals

It is anticipated that the Proposal will provide a concise and precise delineation of the Proposer's ability to meet all of the requirements of the Authority as provided for in this RFP.

E. Proposer vs. Consultant

The terms “Proposer” and “Consultant” are used frequently, and may be used interchangeably; however, “Proposer” is intended to identify the entity submitting a Proposal, while “Consultant” is the entity to whom the agreement for professional services (in the form of a bond purchase agreement) (“Services Agreement”) is awarded (also referred to as the (“Successful Proposer(s)”).)

F. Signatures

Proposals must be signed by an officer authorized to make a binding commitment for the Proposer.

G. Incurring Costs

The Authority shall not be liable for any costs incurred by any Proposer in the preparation of its Proposal.

H. Addendum to RFP

If at any time prior to receiving Proposals it becomes necessary to revise any part of this RFP, or if the Authority determines that additional information is necessary to enable Proposers to adequately interpret the provisions of this RFP, the Authority will issue an Addendum to this RFP. Upon issuance, each such Addendum shall be deemed to be a part of this RFP.

I. Acceptance of Proposals

This RFP does not commit the Authority to make an award. The contents of the Proposal shall become a contractual obligation, if, in fact, a Proposal is accepted and a Services Agreement is entered into with the Authority. The Authority may award a Services Agreement solely on the basis of the Proposal submitted without any negotiations. The Authority reserves all rights to engage in negotiations as described in Section I if it deems it in its best interests. Failure of a Proposer to adhere to and/or honor any or all of the obligations of its Proposal may result in rescission of any award of the Services Agreement by the Authority.

J. Rejection of Proposals

The Authority reserves the right to reject any and all Proposals. The Authority shall not be obligated at any time to make an award to any Proposer.

K. Final Agreement

Any Services Agreement entered into with a Successful Proposer shall be satisfactory to the Authority in accordance with the laws of the State of New Jersey. The provisions of the attached Services Agreement, not otherwise set forth in this RFP, are hereby incorporated into this RFP. It is understood that any Services Agreement that may be awarded will be on the basis of a professional agreement for services within the intent of the statutes and laws of the State of New Jersey, including, without limitations *N.J.S.A. 27:23-6.1*.

L. Dissemination of Information

Information included in this document or in any way associated with this RFP is intended for use only by the Proposer and the Authority and is to remain the property of the Authority. Under no circumstances shall any of said information be published, copied or used, except in replying to this RFP.

M. Public Records

Any Proposal received from a Proposer in response to this RFP constitutes a public document that will be made available to the public upon request pursuant to New Jersey's Open Public Records Act, *N.J.S.A. 47:1A-1 et seq.* A Proposer may request the Authority's General Counsel to deem certain sections of its proposal containing personal, financial or proprietary information non-disclosable, which determination shall be in accordance with such act.

N. News Releases

No news releases pertaining to this RFP or any project to which it may relate shall be made without the Authority's approval.

O. Affirmative Action

The Proposer must certify that it does not discriminate in the hiring or promotion of any minorities, as designated by the Equal Employment Opportunity Commission of the United States of America, or the Department of Civil Rights of the State of New Jersey; and that it does not discriminate against any person or persons on the basis of race, creed, age, color, sex, national origin, ancestry, marital status and affectional or sexual orientation or handicap.

In addition, the Proposer must complete the appropriate forms. The following are included in Section VI:

Exhibit A – Mandatory Equal Employment Opportunity Language

Exhibit B – Affirmative Action Information Sheet

However, if a Proposer maintains a current Letter of Federal Approval, or a current Certificate of Employee Information Report Approval as issued by the Department of the Treasury, State of New Jersey, it may be submitted in place of the State of New Jersey Affirmative Action Employee Information Report ("Form AA-302"). The appropriate form must be completed and submitted to the Authority by the Successful Proposer immediately after being notified of award of the Agreement.

P. Small Business Enterprises Requirements

It is the policy of the Authority that small businesses (each a "small business enterprise" or "SBE") as determined and defined by the State of New Jersey, Division of Minority and Women Business Development ("Division") and the New Jersey Department of the Treasury ("Treasury") should have the opportunity to participate in Authority contracts (*N.J.A.C. 17:13-1.1, et seq.*).

To the extent the Proposer engages subcontractors or sub-consultants to perform any of the Services for the Authority pursuant to the Services Agreement, the Proposer must demonstrate to the Authority's satisfaction that a good faith effort will be made to utilize subcontractors and sub-consultants who are registered with the Division as SBEs in the State of New Jersey.

As set forth in *N.J.A.C. 17:13-4.3*, a "good faith effort" is described as follows:

1. Proposers shall attempt to locate qualified potential small business subcontractors;
2. Proposers must obtain a listing of small businesses from the Treasury website if none are known to the Proposer;
3. Each Proposer shall keep a record of its efforts, including the names of businesses contacted and the means and results of such contacts;
4. Proposers shall provide all potential subcontractors with detailed information regarding the specifications; and
5. Proposers shall attempt, wherever possible, to negotiate prices with potential subcontractors submitting higher than acceptable price quotes.

Furthermore, the Proposer shall submit proof of its subcontractors' and/or sub-consultants' SBE registrations on the form attached as Exhibit K, if applicable, and shall complete such other forms as may be required by the Authority for reporting to the State of New Jersey as to SBE participation.

Q. Division of Revenue Registration

Pursuant to the terms of *N.J.S.A. 52:32-44*, the successful Proposer is required to provide to the Authority proof of valid business registration with the Division of Revenue in the Department of the Treasury, prior to entering into an agreement with the Authority. **The Services Agreement shall not be entered into by the Authority unless the Proposer first provides proof of valid business registration.** In addition, the successful Proposer is required to receive from any sub-consultant it uses for goods and services under the Services Agreement, proof of valid business registration with the Division of Revenue and provide to the Authority proof thereof. The Authority shall not enter into a Services Agreement unless the sub-consultant first provides proof of valid business registration. Please include a copy of the Proposer's and any sub-consultants' Certificate of Registration with the Proposal submission. (Exhibit J)

All questions regarding this requirement should be referred to the Division of Revenue hotline at (609) 292-9292.

R. State Political Contributions Notice: Public Law 2005, Chapter 51 and Executive Order 117

The Successful Proposer will receive the applicable forms, Chapter 51 and E.O. 117, from the Authority's PMM Department to be completed and returned to the Authority for submission to the State Treasurer. Upon approval by the State Treasurer, the Authority will execute the bond purchase agreement.

S. Affidavit of Moral Integrity

Together with the Proposal, the Proposer must submit an Affidavit of Moral Integrity on the form attached hereto for review by the Authority's General Counsel. (Exhibit C)

T. Code of Ethical Standards

Applicants are advised that the Authority has adopted the New Jersey Uniform Code of Ethics ("Code"), a copy of which can be viewed by going to the following web site: <http://nj.gov/ethics/docs/ethics/uniformcode.pdf> By submitting a response hereto, Proposer agrees to be subject to the intent and purpose of said Code and to the requirements of the New Jersey State Ethics Commission.

U. Tolls

It is the policy of the Authority not to offer toll free passage on its roadways for its contractors, providers or vendors. See *N.J.S.A. 27:23-25* and *N.J.A.C. 19:9-1.19*.

V. Proposals Become Property of the Authority

All Proposals shall become the property of the Authority upon receipt and will not be returned.

W. Right To Audit Clause

The Successful Proposer shall keep and maintain proper and adequate books, records and accounts accurately reflecting all costs and amounts billed to the Authority with regard to this RFP. The Authority, its employees, officers, or representatives shall have the right upon written request and reasonable notice, to inspect and examine all books and records related to the Successful Proposer's books and records specific to the Proposal and Agreement. Such records shall be retained by Successful Proposer for at least five (5) years after termination of the Service Agreement. In no event shall books and records be disposed of or destroyed of prior to five (5) years or during any dispute or claim between the Authority and the Successful Proposer with regard to the RFP.

Pursuant to *N.J.S.A. 52:15C-14(d)*, relevant records of private vendors or other persons entering into contracts with the Authority are subject to audit or review by the New Jersey Office of the State Comptroller. Therefore, the Successful Proposer shall maintain all documentation related to products, transactions or services under this Agreement for a period of five (5) years from the date of final payment. Such records shall be made available to the New Jersey Office of the State Comptroller upon request.

X. Ownership Disclosure Form

Each Proposer shall return to the Authority with its Proposal a completed, Ownership Disclosure Form set forth as Exhibit D. Failure to include the completed and signed form may be grounds for rejection of a Proposer's Proposal.

Y. Vendor Disclosure Form N.J.S.A. 52:34-13.2

N.J.S.A. 52:34-13.2 requires that all parties seeking business under a contract with the Authority disclose the origin and location of the performance of their services that are the subject of the contract. Each Proposer shall return to the Authority with its Proposal as completed, dated and certified Vendor Disclosure Form set forth as Exhibit E.

Z. Notice to All Proposers of Set-Off for State Tax

Each Proposer shall return to the Authority with its Proposal a signed and dated "Notice of Set-Off for State Tax" set forth as Exhibit G which advises Proposers of the State of New Jersey's right to set-off any tax indebtedness from payments made under agreements with the Authority.

AA. Affidavit of Non-Collusion

Each Proposer shall return to the Authority with its Proposal a completed, dated, signed and witnessed Affidavit of Non-Collusion set forth as Exhibit I. Failure to include the completed and signed form may be grounds for rejection of a Proposer's Proposal.

BB. Disclosure of Investment in Iran

Pursuant to N.J.S.A. 52:32-58, the Proposer must certify that neither the Proposer, nor one of its parents, subsidiaries, and/or affiliates (as defined in N.J.S.A. 52:32-56(e)(3)), is listed on the Department of the Treasury's List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the investment activities set forth in N.J.S.A. 52:32-56(f). If the Proposer is unable to so certify, the Proposer shall provide a detailed and precise description of such activities. Each Proposer shall return to the Authority with its Proposal the completed dated form entitled "Disclosure of Investment Activities in Iran" as set forth in Exhibit F. Failure to include the completed and signed form may be grounds for rejection of Proposer's Proposal.

CC. Liabilities to the Authority

In the event of any liabilities and debts of the Proposer to the Authority, whether or not related to the Services are unpaid past their due date at the time the Proposal was submitted, a Proposer's Proposal will be rejected.

DD. Proposal Schedule

Closing Date for Submission of Inquiries (4:30 PM, E.T.)	June 24, 2015
Closing Date of Receipt of Proposals (4:30 PM, E.T.)	July 2, 2015
Tentative Commission Approval for Senior and Co-Senior Managers	July 28, 2015
Tentative Commission Approval for Co-Manager	August 25, 2015

End of Section II

SECTION III -- SCOPE OF SERVICES

A. **Organization and Function of the New Jersey Turnpike Authority**

The Authority owns and operates the New Jersey Turnpike, the Garden State Parkway and owns the PNC Bank Arts Center. It was created by the New Jersey Turnpike Authority Act of 1948, as amended and supplemented *N.J.S.A. 27:23-1 et seq.* (the “Act”). The Act authorizes the Authority to construct, maintain, repair, and operate the New Jersey Turnpike, to collect tolls, and to issue Turnpike revenue bonds or notes, subject to approval of the Governor. On May 27, 2003, the Act was amended to empower the Turnpike to assume all powers, rights, obligations and duties of the New Jersey Highway Authority (the “Highway Authority”), which owned and operated the Garden State Parkway and owns the PNC Bank Arts Center. The Authority Board of Commissioners consists of eight members: five members appointed by the Governor, one appointed by the Governor upon the recommendation of the President of the Senate, one appointed by the Governor upon recommendation of the Speaker of the General Assembly, and the Commissioner of the State Department of Transportation. At this time, the Commissioner of the Department of Transportation serves as Chair of the Commission. The Authority is a component unit of the State of New Jersey and its financial statements, presented in accordance with accounting principles generally accepted in the United States (GAAP), are included in the State of New Jersey’s (the State) Comprehensive Annual Financial Report (CAFR). Audited Financial Statements can be found on the Authority’s website at www.state.nj.us/turnpike/Investor-Relations.

Turnpike Revenue Bonds are issued in accordance with the provisions of the Turnpike Revenue Bond Resolution of August 21, 1991, as amended, restated, and supplemented (the “Bond Resolution”). A copy of the Bond Resolution can be found on the Authority’s website at www.state.nj.us/turnpike/Investor-Relations.

Pursuant to an agreement between the Authority and the Treasurer of the State of New Jersey, the Authority is obligated to make quarterly payments in an aggregate total of \$405,000,000 through June 30, 2016 to help fund the State’s Transportation Capital Plan. The Authority’s obligation to make such payments to the State Treasurer is subordinate and junior to its obligation to pay debt service on the Bonds outstanding under the Bond Resolution and such payments are payable only from amounts on deposit in the General Reserve Fund created under the Bond Resolution.

B. **Current Situation**

Currently, the Authority has approximately \$10 billion of revenue bonds outstanding. The Authority expects to issue Revenue Bonds in increments to meet the needs of its Capital Investment Plan. At this time, the Authority expects to issue \$750 million in 2015, \$525 million in 2016, \$500 million in 2017 and \$300 million in 2018 to fully fund its Capital Investment Plan. The Authority anticipates that it will have enough existing bond funds on hand to meet its capital needs through December 2015 or January 2016. The award for the new money transaction will be for a term of one (1) year. In addition, the Authority is

considering the fixed rate advance refunding of the Series 2004B Bonds provided that appropriate net present value savings and refunding efficiency targets are met. The Authority's Series 2012G Bonds and Series 2013G Bonds are direct purchase bonds that have a mandatory tender date of September 21, 2015 and will need to be refinanced prior to that date. The Series 2013D-1 Bonds, Series 2013E-1 Bonds and Series 2014B-1 Bonds are public floating rate notes which have a mandatory tender date of January 1, 2016 and will have to be refinanced prior to that date. The Series 2000B-G Bonds are auction rate notes for which the auctions have failed for several years and are priced at 175% of the base rate. In the current interest rate environment, the cost of these bonds even at the fail rate is acceptable, however as rates rise these bonds will need to be refunded with a more cost effective bond product. For the variable rate bond refundings, the Authority will consider a public offering of variable rate or fixed rate debt. However the Authority intends to consider a refunding of the variable rate debt through a direct purchase or similar commercial bank produce which will be solicited through a separate RFP. The Authority will select either a public offering or private bank product based upon the most cost effective solution. The award for the refunding transactions will be for a term of two (2) years.

The Authority also intends to pursue all opportunities to refinance fixed rate debt for savings, and to refinance its variable rate debt portfolio with fixed rate debt and terminate the associated Interest Rate Swap Agreements if beneficial to the Authority.

Details on the Authority's existing debt can be found in the Authority's 2014 Audited Financial Statements, and the Series 2014C Official Statements which can be found on the Authority's website at www.state.nj.us/turnpike/Investor-Relations. In addition, details on the Series 2015A Bonds and Series 2015B Bonds can be found on the Municipal Securities Rulemaking Board EMMA website.

C. General Services

The Proposer shall become familiar with the Authority's procedures, presentation and coordinating requirements necessary for the effective performance of its services. If selected to serve as an Underwriter, the Proposer will be required to coordinate its services and activities with designated Authority management personnel, the Authority's Financial Advisor and Bond Counsel.

D. Specific Services

The Senior Manager(s) selected will be required to provide some or all of the services identified below, at the request of the Authority. Co-Managers shall provide information and assistance upon request and shall act as members of the underwriting syndicate.

1. Work with the Financial Advisor in recommending structures for each specific debt series being issued in order to minimize overall debt service costs.

2. Assist in drafting and reviewing relevant bond documents, including, but not limited to, official statements, purchase agreements, bond resolutions and indentures, leases and contracts.
3. Assist in preparation of materials or presentations, discussions and meetings or other communications with rating agencies, insurers, credit enhancers and investors.
4. Identify financing opportunities available to the Authority.
5. Develop a comprehensive marketing plan, including identification of potential investors and market conditions for alternative products.
6. Manage the underwriting process.
7. Commit capital to underwrite the bonds or notes being issued.
8. Provide post-closing analysis of the debt issuance, including but not limited to pricing, orders, allotments and all information required by Executive Order No. 26.
9. Provide such other underwriting and investment banking services as requested by the Authority.

End of Section III

SECTION IV – RFP RESPONSE, EVALUATION FACTORS AND CRITERIA

A. General

1. A Proposal is requested from the Proposer. The Proposal will detail the Proposer's experience, personnel, proposed scope and approach, and any other relevant information.
2. All portions of this RFP and the Proposal are considered to be part of the Services Agreement to be entered into between the Authority and the Successful Proposer and will be incorporated by reference.
3. All Proposers are required to limit their Proposals to fifteen (15) pages (exclusive of appendices) at no smaller than 12 point type. Excess pages and extraneous materials or appendices will detract from the overall quality of the response.
4. All the requirements listed in the Check List (Section VI) must be complied with in order to be considered responsive to this RFP.

B. Establishment of the Syndicates and Co-Manager Pool

1. The Authority intends to form three underwriting syndicates, one for the anticipated new-money issue expected to occur in 2015, one for the potential refunding of the fixed rate bonds and one for the potential variable rate refunding issue(s). Proposers may apply for **only one** of the underwriting syndicates and must indicate for which underwriting syndicate they want to be considered. Although it is anticipated that each syndicate will have a Senior Manager, at least one Co-Senior Manager, and at least one Co-Manager, only proposals for the position of Senior Manager for each underwriting syndicate will be accepted. Proposers that apply for the Senior Manager position but are not selected will be considered for Co-Senior Manager or Co-Manager for whichever syndicate they have requested. For example, if a Proposer applies for Senior Manager for the new money syndicate and is not chosen as Senior Manager, that Proposer will be considered for the position of Co-Senior Manager or Co-Manager for the new money syndicate only.
2. In addition, the Authority will establish one pool for Co-Managers (the "Co-Manager Pool") only, and will accept proposals from firms that wish to be included in this pool. **Proposers that have applied to be Senior Manager in an underwriting syndicate cannot apply for the Co-Manager Pool.** Once the Co-Manager Pool is established, the Authority anticipates selecting a minimum of two Proposers from this Co-Manager Pool for each transaction, whether it is new-money issue or refunding issue. Co-Managers will be utilized from the Co-Manager Pool on a rotating basis, commencing with the highest ranked Proposer and continuing in descending order, as needed, as determined by the Authority.

3. The Authority reserves the right to limit participation for any transaction to a Senior Manager if doing so is deemed to be in the Authority's best interests.
4. **Joint ventures will not be considered.**

C. Required Components – Senior Manager for New Money Bond Issue

Proposers interested in being selected as Senior Manager for the new money bond issue must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position and syndicate (i.e., Senior Manager – New Money Bond Issue) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your Proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm's physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
4. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm's capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm's support of the Authority's bonds for the period beginning June 1, 2013 through May 31, 2015 in both the primary and secondary markets.
6. Provide a summary table of the new money issues in excess of \$500 million par amount that your firm has senior managed for the period beginning June 1, 2013 through May 31, 2015. Provide a backup list of these transactions as an appendix.
7. Provide a summary table of the transportation issues in excess of \$500 million par amount that your firm has senior managed for the period beginning June 1, 2013 through May 31, 2015. Provide a list of these transactions as an appendix.

8. Provide a summary table of representative issues in excess of \$500 million par amount that your firm has underwritten for the period beginning June 1, 2013 through May 31, 2015. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.
9. Provide information on the amount (both in US dollars and number of transactions) of credit your firm has extended to US municipal bond issuers for the period beginning June 1, 2013 through May 31, 2015. This list should include letters of credit and/or standby bond purchase agreements to support transactions as well as direct purchases or any other comparable product.
10. Provide a list of five (5) of your firm's most recent municipal bond transactions over \$250 million providing the issuer name, bond size, date of sale, maturity structure, coupon structure, initial spread to MMD and final spread to MMD. The deals should ideally have maturities similar to those being proposed for the Authority's issue.
11. Provide an analysis detailing the Authority's ability to refinance its existing debt portfolio for savings including ideas to maximize the potential savings and minimize negative arbitrage. This may include any ideas that your firm has presented in writing to the Authority for the period beginning June 1, 2013 through May 31, 2015. Include the submission date, a synopsis of the idea, and the implementation date, if implemented.
12. Given the Authority's current debt profile and outlined capital plans, provide your firm's detailed structure and marketing plan for the Authority's upcoming new money bond issue(s). Provide your firm's proposed maturity and couponing structure for the proposed new money issuance. The plan should include your recommendation and reasoning as to how many financings the Authority should complete to issue up to \$750 million of bonds and the timing of your proposed transactions.
13. List your proposed fees, expenses and takedown for an up to \$750 million new money transaction. Exclude fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. Also include your proposed coupons and spreads to MMD using bond yields as of close of business June 25, 2015 based upon your recommended structure.
14. List and describe the primary personnel that will be assigned to provide investment banking and underwriting services to the Authority with a discussion of their relevant experience.
15. Provide any thoughts on how to improve the Authority's rating or outlook and how many ratings the Authority should pursue.

16. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
17. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning June 1, 2013 through May 31, 2015. Describe the nature and status of the matter and the resolution, if any.
18. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.
19. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

D. Required Components – Senior Manager for Fixed Rate (Series 2004B) Refunding Bond Issue

Proposers interested in being selected as Senior Manager for the potential fixed rate refunding bond issue must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position and syndicate (i.e., Senior Manager – Refunding Bond Issue) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm's physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.

4. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm's capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm's support of the Authority's bonds for the period beginning June 1, 2013 through May 31, 2015 in both the primary and secondary markets.
6. Provide a summary table of the fixed rate refunding issues in excess of \$150 million par amount that your firm has senior managed for the period beginning June 1, 2013 through May 31, 2015.. Provide a backup list of these transactions as an appendix.
7. Provide a summary table of the transportation issues in excess of \$150 million par amount that your firm has senior managed for the period beginning June 1, 2013 through May 31, 2015. Provide a list of these transactions as an appendix.
8. Provide a summary table of representative issues in excess of \$150 million par amount that your firm has underwritten for the period beginning June 1, 2013 through May 31, 2015. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.
9. Provide information on the amount (both in US dollars and number of transactions) of credit your firm has extended to US municipal bond issuers for the period beginning June 1, 2013 through May 31, 2015. This list should include letters of credit and/or standby bond purchase agreements to support transactions as well as direct purchases and other comparable products.
10. Provide a list of five (5) of your firm's most recent municipal bond transactions over \$100 million providing the issuer name, bond size, date of sale, maturity structure, coupon structure, initial spread to MMD and final spread to MMD. The deals should ideally have maturities similar to those being proposed for the Authority's issue.
11. Provide an analysis detailing the Authority's ability to refinance its existing debt portfolio for savings including ideas to maximize the potential savings and minimize negative arbitrage. This may include any ideas that your firm has presented in writing to the Authority for the period June 1, 2013 through May 31, 2015. Include the submission date, a synopsis of the idea, and the implementation date, if implemented.
12. Given the Authority's current debt profile and outlined capital plans, provide your firm's detailed structure and marketing plan for the Authority's potential refunding

of the Series 2004B Bonds. Provide your firm's proposed debt type, maturity and couponing structure.

13. List your proposed fees, expenses, and takedown for the proposed refunding transactions. Exclude fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. Also include your proposed coupons and spreads to MMD using bond yields as of close of business June 25, 2015.
14. List and describe the primary personnel that will be assigned to provide investment banking and underwriting services to the Authority with a discussion of their relevant experience.
15. Provide any thoughts on how to improve the Authority's rating or outlook and how many ratings the Authority should pursue.
16. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
17. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning June 1, 2013 through May 31, 2015. Describe the nature and status of the matter and the resolution, if any.
18. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.
19. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

E. Required Components – Senior Manager for Variable Rate (Series 2012G Bonds, Series 2013G Bonds, Series 2013D-1 Bonds, Series 2013E-1 Bonds Series 2014B-1 Bonds and Series 2000B-G Bonds) Refunding Bond Issues

Proposers interested in being selected as Senior Manager for the potential variable rate refunding bond issues must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position and syndicate (i.e., Senior Manager – Refunding Bond Issue) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm’s physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
4. Describe your firm’s bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm’s capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm’s support of the Authority’s bonds for the period beginning June 1, 2013 through May 31, 2015 in both the primary and secondary markets.
6. Provide a summary table of the variable rate refunding issues in excess of \$200 million par amount that your firm has senior managed for the period beginning June 1, 2013 through May 31, 2015.. Provide a backup list of these transactions as an appendix.
7. Provide a summary table of the transportation issues in excess of \$200 million par amount that your firm has senior managed for the period beginning June 1, 2013 through May 31, 2015. Provide a list of these transactions as an appendix.
8. Provide a summary table of representative issues in excess of \$200 million par amount that your firm has underwritten for the period beginning June 1, 2013 through May 31, 2015. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.
9. Provide information on the amount (both in US dollars and number of transactions) of credit your firm has extended to US municipal bond issuers for the period beginning June 1, 2013 through May 31, 2015. This list should include letters of credit and/or standby bond purchase agreements to support transactions as well as direct purchases and other comparable products.

10. Provide a list of five (5) of your firm's most recent municipal bond transactions over \$150 million providing the issuer name, bond size, date of sale, maturity structure, coupon structure, initial spread to MMD and final spread to MMD. The deals should ideally have maturities similar to those being proposed for the Authority's issue.
11. Provide an analysis detailing the Authority's ability to refinance its existing debt portfolio for savings including ideas to maximize the potential savings and minimize negative arbitrage. This may include any ideas that your firm has presented in writing to the Authority for the period June 1, 2013 through May 31, 2015. Include the submission date, a synopsis of the idea, and the implementation date, if implemented.
12. Given the Authority's current debt profile and outlined capital plans, provide your firm's detailed structure and marketing plan for the Authority's potential refunding of the Series 2012G Bonds, Series 2013G Bonds, Series 2013D-1 Bonds, Series 2013E-1 Bonds and Series 2014B-1 Bonds as well as the Series 2000B-G Bonds. Provide your firm's proposed debt type, maturity, and timing.
13. List your proposed fees, expenses, and takedown for the proposed refunding transactions. Exclude fees and expenses of underwriter's counsel. Your fee must not be contingent on any specified syndicate policy. Also include your coupons and fixed spreads to either SIFMA or LIBOR using bond yields as of close of business June 25, 2015.
14. List and describe the primary personnel that will be assigned to provide investment banking and underwriting services to the Authority with a discussion of their relevant experience.
15. Provide any thoughts on how to improve the Authority's rating or outlook and how many ratings the Authority should pursue.
16. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
17. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning June 1, 2013 through May 31, 2015. Describe the nature and status of the matter and the resolution, if any.

18. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.
19. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

F. Required Components – Co-Manager Pool

Proposers interested in being selected to be a participant in the Co-Manager Pool must respond to all questions provided below.

In your proposal please respond to each question by repeating the question at the top of the section and referring to the question by the numbers used in this RFP.

1. In lieu of a cover letter, please state the position (i.e., Co-Manager Pool) for which you are applying. Provide an executive summary of not more than one page identifying and substantiating the basis of your contention that you are the best qualified firm to provide the requested underwriting services to the Authority.
2. Provide the name, title, business address, e-mail address, telephone number and fax number of the individual the Authority should contact regarding your proposal.
3. Provide a brief description of your firm, its ownership structure and its state/country of incorporation or formation. Describe your firm's physical presence in the State of New Jersey, including the number of offices, the number of employees and the type of business activity conducted in the State. Also, please describe the participation of women and minorities in your firm. Please indicate the percentage of your firm that is owned by women and minorities.
4. Describe your firm's bond sales and distribution capabilities, including both retail and institutional sales. Describe any retail distribution agreements. Also provide your firm's capital position, including equity capital, net capital and excess net capital and the amount of bonds your firm can underwrite. Indicate if there are any limitations on your firm committing capital to an underwriting and who in your proposed banking team is authorized to commit capital on behalf of your firm.
5. In tabular form to be included as an appendix, provide details (par amount, number of trades) of your firm's support of the Authority's bonds for the period beginning June 1, 2013 through May 31, 2015 in both the primary and secondary markets.
6. Provide a summary table of representative issues in excess of \$100 million par amount that your firm has underwritten for the period beginning June 1, 2013 through May 31, 2015. Please indicate your role in these transactions. Provide a list of these transactions as an appendix.

7. Provide a list of your firm's most recent ten (10) issues in excess of \$50 million par amount, indicating the orders your firm submitted and the final allotments. Indicate the type of order placed for each transaction.
8. Identify any existing or potential conflict of interest, or any relationships that might be considered a conflict of interest, that may affect or involve transactions for the Authority, including but not limited to conflicts with financial advisors, law firms providing services to the State or the Authority and State employees or Authority employees.
9. Describe any pending, concluded or threatened litigation, administrative proceedings or federal or state investigations or audits, subpoenas or other information requests of or involving your firm or the owners, principals or employees thereof during the period beginning June 1, 2013 through May 31, 2015. Describe the nature and status of the matter and the resolution, if any.
10. List any sanctions or penalties brought against your firm or any of its personnel (including suspension or disbarment) by any regulatory or licensing agencies. Include a description of the reasons for the sanction or penalties and whether such sanctions or penalties are subject to appeal.
11. Provide as an appendix, the last two G37 reports your firm has filed and if applicable, form G38t.

G. Evaluation Criteria – Senior Manager, New Money Issue

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

- | | <u>Points</u> |
|---|----------------------|
| 1. Experience of the Firm on Similar Projects | 25 |
| Evaluation will include the Proposer's number of senior managed transactions exceeding \$500 million and transportation transactions serving as senior manager for deals over \$500 million. The Proposers with more experience will receive a higher score. The Proposers will also be evaluated on their bond distribution capabilities and capital strength. | |
| 2. Credentials of the Project Team | 15 |
| Evaluation will include qualifications and relevant experience of key personnel, and the Proposer's functional organization and integration to deliver the Services required under the RFP. The references to be provided by the Proposer for review shall pertain to the nature of the Services performed, and such other considerations regarding the ability and responsibility of the Proposer that the Authority deems | |

3.	Understanding of Authority's Needs	15
	Evaluation of the quality of the Proposer's previously presented financial ideas, secondary market support for the Authority's bonds, and ability to provide credit to municipal bond issuers.	
4.	Approach to the Project	35
	Evaluation of the Proposer's proposed structure, pricing and marketing plan for the transactions contemplated by the RFP. The proposals which result in the least risk and lowest cost to the Authority will receive the highest scores.	
5.	Price	10
	The firms which submit the lowest overall underwriter's discount (takedown) and direct expenses will receive the highest score.	

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

3. **Understanding of Authority's Needs** **15**
Evaluation of the quality of the Proposer's previously presented financial ideas, secondary market support for the Authority's bonds, and ability to provide credit to municipal bond issuers.
4. **Approach to the Project** **35**
Evaluation of the Proposer's proposed structure, pricing and marketing plan for the transactions contemplated by the RFP. The proposals which result in the least risk and lowest cost to the Authority will receive the highest scores.
5. **Price** **10**
The Proposers which submit the lowest overall underwriter's discount (takedown) and direct expenses will receive the highest score.

I. Evaluation Criteria – Senior Manager, Variable Rate Refunding Issues

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

- | | <u>Points</u> |
|---|----------------------|
| 1. Experience of the Firm on Similar Projects | 25 |
| Evaluation will include the Proposer's number of senior managed transactions exceeding \$200 million and transportation transactions serving as senior manager for deals over \$200 million. The Proposers with more experience will receive a higher score. The firms will also be evaluated on their bond distribution capabilities and capital strength. | |
| 2. Credentials of the Project Team | 15 |
| Evaluation will include qualifications and relevant experience of key personnel, and the Proposer's functional organization and integration to deliver the Services required under the RFP. The references to be provided by the Proposer for review shall pertain to the nature of the Services performed, and such other considerations regarding the ability and responsibility of the Proposer that the Authority deems appropriate. Specifically include the team's knowledge and direct experience in bond underwriting services. In addition, consideration will be given to New Jersey presence and minority and/or women participation in the Services. Proposers that evidence significant minority and/or women participation in the project team will receive a higher score. | |

3. **Understanding of Authority's Needs** **15**
Evaluation of the quality of the Proposer's previously presented financial ideas, secondary market support for the Authority's bonds, and ability to provide credit to municipal bond issuers.

4. **Approach to the Project** **35**
Evaluation of the Proposer's proposed structure, pricing and marketing plan for the transactions contemplated by the RFP. The proposals which result in the least risk and lowest cost to the Authority will receive the highest scores.

5. **Price** **10**
The Proposers which submit the lowest overall underwriter's discount (takedown) and direct expenses will receive the highest score.

J. Evaluation Criteria – Co-Manager Pool

All Proposals will be carefully evaluated for conformance with the requirements of this RFP. Selection of a firm will be based upon conformance to all of the RFP's requirements and the demonstration of competency and responsibility as presented in the Proposal. Proposers will be awarded a maximum of 100 points upon the following factors:

- | | | <u>Points</u> |
|----|--|----------------------|
| 1. | Experience of the Firm on Similar Projects | 25 |
| | Evaluation will include the firm's number of co-managed transactions exceeding \$100 million and transportation transactions serving as co-manager. The firms with more experience will receive a higher score. The firms will also be evaluated on their bond distribution capabilities and capital strength. | |
| 2. | Bond Distribution Capabilities | 25 |
| | Evaluation will include both institutional and retail bond distribution capabilities, size of sales force and any retail distribution agreements. Orders versus allotments on recent deals will also be used to evaluate distribution capabilities. | |
| 3. | Capital Strength | 25 |
| | Evaluation of the equity capital, net capital and excess net capital and the amount of bonds a Proposer can underwrite, as well as any limitations on the firm committing capital to an underwriting. | |

4. **New Jersey Presence and Support**

25

Evaluation will be given to New Jersey presence, support of State of New Jersey, its independent authorities' and municipalities' bonds in the primary and secondary markets and for small, minority and/or women participation in the Services. Proposers which are registered as small business enterprises or certified as minority business enterprises or women business enterprises with the State Treasury Department will receive 5 points of the allotted 25 points (See Exhibit K).

Proposers must score at least 70 to be included in the Co-Manager Pool based upon the above criteria.

End of Section IV

SECTION V: INSURANCE AND INDEMNIFICATION

A. Insurance

Prior to the commencement of any activity pursuant to a contract awarded under this RFP, the Consultant shall procure and maintain at its own expense, throughout the term of any resulting contract and until acceptance by the Authority of the Services performed under such contract, or for a duration as otherwise provided herein, from an insurance carrier acceptable to the Authority, the following insurance coverages:

Commercial General Liability Insurance

1. Consultant shall maintain **Commercial General Liability Insurance** (CGL) with a coverage limit of not less than **\$2,000,000 each occurrence**. CGL insurance shall be written on the latest ISO occurrence form without any added restrictions or diminution in coverage (or a substitute form providing at least equivalent coverage) and shall cover liability for bodily injury and property damage arising from premises, operations, independent contractors, products-completed operations and for liability arising from personal injury and advertising injury, and liability assumed under contract. This insurance shall also provide coverage for mental anguish or other mental injury arising from bodily injury. The insurance shall be endorsed to delete the coverage restriction related to work conducted within fifty (50) feet of a railroad, and the XCU exclusions. "The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers" shall be included as additional insureds on the latest ISO forms providing such status for ongoing operations and products-completed operations without any added restrictions or diminution in coverage (or substitute forms providing at least equivalent coverage). This insurance shall be endorsed to apply as primary insurance and not contribute with any other insurance or self-insurance programs afforded to the Authority. This insurance shall be endorsed to waive the insurance carrier's right of subrogation against The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers. This insurance shall not contain any provision under which claims made by the Authority against the Consultant would not be covered due to the operation of an insured versus insured exclusion. With respect to products and completed operations insurance, Consultant shall maintain such insurance for a period of not less than three (3) years following the termination of this Contract,

Commercial Automobile Liability Insurance

2. Consultant shall maintain **Commercial Automobile Liability Insurance** covering all vehicles owned or used by Consultant with a coverage limit of not less than **\$1,000,000] each occurrence**. Auto insurance shall be written on the latest ISO form without any added restrictions or diminution in coverage (or a substitute form providing at least equivalent coverage) and shall cover liability for bodily injury and property damage. This insurance shall also provide coverage for mental anguish or other mental injury arising from bodily injury. "The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers" shall be included as additional insureds. This insurance shall apply as primary insurance and not contribute with any other insurance or self-insurance programs afforded to the Authority. Such insurance shall be endorsed to waive the insurance carrier's right of subrogation against The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers. The required policy limit for this insurance can be provided by a combination of primary and excess coverages, provided that primary coverage shall be not less than \$2,000,000 and that the excess coverage shall be at least as broad as the primary policy. This insurance shall not contain any provision under which claims made by the Authority against the Consultant would not be covered due to the operation of an insured versus insured exclusion.

Should the Services to be provided pursuant to this RFP require the Consultant or any subcontractors, to transport any hazardous materials, hazardous substances, hazardous wastes and contaminated soils, the Consultant shall provide the Authority with evidence of levels of financial responsibility as required by the Motor Carrier Act of 1980 and 49 C.F.R., Part 387. The Consultant and/or subcontractor, as the case may be, shall provide the Authority with an Endorsement for Motor Carrier Policies of Insurance for Liability under Sections 29 and 30 of the Motor Carrier Act of 1980 (Form MCS-90) issued by the insurer.

Workers' Compensation and Employers' Liability Insurance

3. Consultant shall maintain **Workers' Compensation and Employers' Liability Insurance**. Employers' liability coverage shall be in a limit not less than **\$1,000,000 Bodily Injury by Disease Each Employee, \$1,000,000 Bodily Injury by Accident-Each Accident, \$1,000,000 Bodily Injury by Disease – Policy Limit**. Workers' Compensation Insurance shall be provided in accordance with the requirements of the laws of the State of New Jersey and shall include all-states insurance to extend coverage to any state which may be interpreted to have legal jurisdiction. Such policies shall include endorsements to ensure coverage under the U.S. Longshore's and Harborworkers' Compensation Act and Maritime Act (Death on the High Seas Act) where required. The required policy limit for this employers' liability insurance can be provided by a combination of primary and excess coverages, provided that primary coverage shall be not less than \$1,000,000 and that the excess coverage shall be at least as broad as the primary policy.

Professional Liability Insurance

4. Consultant shall maintain **Professional Liability Insurance** covering its errors and omissions and liability assumed under contract with a coverage limit of not less than \$2,000,000 each occurrence. "The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers" shall be included as additional insureds. This insurance shall be endorsed to apply as primary insurance and not contribute with any other insurance or self-insurance programs afforded to the Authority. This insurance shall be endorsed to waive the insurance carrier's right of subrogation against The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers. This insurance shall not contain any provision under which claims made by the Authority against the Consultant would not be covered due to the operation of an insured versus insured exclusion. The required policy limit for this insurance can be provided by a combination of primary and excess coverages, provided that primary coverage shall be not less than \$1,000,000 and that the excess coverage shall be at least as broad as the primary policy.
 5. Any additional insurance policies necessary to obtain required permits or otherwise comply with applicable law, ordinances or regulations regarding the performance of the Work will be provided upon request of the Authority.
 6. All insurance policies shall specify that the territorial limits shall be on a worldwide basis or as otherwise agreed with the Authority. All insurance policies shall provide that not less than 30 days advance written notice of cancellation or material change of any insurance referred to therein shall be given by registered mail to the Law Department, New Jersey Turnpike Authority at P.O. Box 5042, 581 Main Street, Woodbridge, New Jersey 07095. All insurance companies providing coverage shall be authorized to do business in the State of New Jersey and maintain an A.M. Best rating of A-VII or better.
- B.** Any other insurance carried by Consultant or subcontractors shall be considered to be primary and any insurance carried by or self-insurance programs afforded to the Authority shall be considered excess and non-contributing with such primary insurance.
- C.** Any other insurance carried by Consultant or subcontractors shall also contain a waiver of subrogation clause in favor of the New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers.
- D.** Prior to commencing any services under this Contract and thereafter upon the Authority's request, Consultant shall furnish the Authority with a certificate(s) of insurance satisfactory to the Authority and, if requested by the Authority, applicable endorsements and/or a certified duplicate copy of the insurance policy(s) required, executed by a duly authorized representative of each insurer, showing compliance with the insurance requirements set forth herein. The Certificates of Insurance shall state that each of the

above-required policies has been amended to include the following endorsements and shall be accompanied by copies of the endorsements:

1. "The New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers" shall be included as additional insureds." This statement is not required for the Consultant's workers' compensation and employers' liability insurance.
 2. Thirty (30) days' notice of cancellation or material change in coverage shall be given by registered mail to the New Jersey Turnpike Authority as specified above.
 3. All policies shall contain a waiver of subrogation clause in favor of the New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers.
 4. With respect to all policies, the other insurance clause under each policy shall be amended to read as follows: "This policy will act as primary insurance and not contribute with policies issued to or self-insurance programs afforded to the New Jersey Turnpike Authority and its members, commissioners, officers, agents, employees, guests, consultants and volunteers"
 5. All certificate(s) shall be mailed to: Director of PMM, New Jersey Turnpike Authority, P.O. Box 5042, Woodbridge, New Jersey 07095.
- E. In the event that Consultant subcontracts any portion of its obligations pursuant to this RFP, Consultant shall require such subcontractor to comply with all of the above insurance requirements as if the subcontractor's name were substituted for any reference to Consultant. If any subcontractor cannot comply with this requirement, then such subcontractor shall be added under the Consultant's policies as an additional insured.

It is agreed and understood by the parties that the obligation of the Consultant to obtain and maintain insurance policies required in accordance with this RFP is an essential term of the RFP and that the Authority relies on the Consultant to perform such obligation. The parties further acknowledge and agree that the failure of the Authority to require strict compliance with all the terms and conditions regarding insurance, as set forth in this RFP, and as evidenced by any Certificates of Insurance, Slips and/or Binders, copies of insurance policies, or otherwise, shall not constitute a waiver or amendment of any of the terms, conditions and requirements of this RFP regarding the provision of insurance coverage by the Consultant.

The Consultant shall ensure that the activities to be performed under this RFP do not violate the terms and conditions of any insurance policy which is or may be provided by the Consultant hereunder, and that it shall take all measures necessary to avoid any actions which may lead to cancellation or avoidance of such insurance policies.

- F.** In the event that the Consultant fails or refuses to maintain or renew any insurance policy required to be maintained herein, or if such policy is cancelled or modified so that the insurance does not meet the requirements contained herein, the Authority may refuse to make payment of monies due under this RFP. The Authority in its sole discretion may use such monies to purchase insurance on behalf of the Consultant or subcontractor. During any period when the required insurance is not in effect, the Authority may suspend performance of the Agreement. If the Agreement is so suspended, no additional compensation or extension of time shall be due on account of such suspension. The Authority may waive or modify any insurance requirement set forth herein.

Due to future changes in economic, financial, risk and/or insurance market conditions the Authority at its discretion may modify the above stated insurance requirements

- G.** NOTWITHSTANDING THAT MINIMUM AMOUNTS OF INSURANCE COVERAGE CARRIED OR REQUIRED TO BE CARRIED BY THE CONSULTANT ARE SPECIFIED HEREIN, THE LIABILITY OF THE CONSULTANT SHALL NOT BE LIMITED TO THE AMOUNTS SO SPECIFIED AND SHALL EXTEND TO ANY AND ALL LIABILITY IN EXCESS OF THE INSURANCE COVERAGES SO PROVIDED NOR SHALL THESE MINIMUM LIMITS PRECLUDE THE AUTHORITY FROM TAKING ANY ACTION AVAILABLE TO IT UNDER THE PROVISIONS OF THE CONTRACT OR OTHERWISE IN LAW.

- H.** Terms and Deductibles. The Consultant shall be responsible for any deductible or self-insured retention, exclusions or lack of coverage in the insurance policies described above. Any deductible or self-insured retention greater than \$5,000 per occurrence must be disclosed to and approved by the Authority. The Authority reserves the right to require that any deductible or self-insured retention be no greater than \$5,000 per occurrence.

End of Section V

SECTION VI: CHECKLIST AND EXHIBITS

CHECKLIST OF ITEMS

THE FOLLOWING ITEMS MUST BE SUBMITTED WITH YOUR PROPOSAL ALONG WITH THIS CHECKLIST ITSELF:

CHECK OFF AS READ, SIGNED & SUBMITTED

	CHECK LIST	
A.	MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE (Professional Services)	
B.	AFFIRMATIVE ACTION INFORMATION SHEET	
C.	AFFIDAVIT OF MORAL INTEGRITY	
D.	OWNERSHIP DISCLOSURE FORM	
E.	VENDOR FIRM DISCLOSURE FORM – EXECUTIVE ORDER 129	
F.	DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN	
G.	NOTICE TO ALL PROPOSERS SET-OFF FOR STATE TAX	
H.	NJ ELECTION LAW ENFORCEMENT COMMISSION REQUIREMENT FOR DISCLOSURE OF POLITICAL CONTRIBUTIONS	
I.	AFFIDAVIT OF NON-COLLUSION	
J.	NJ BUSINESS REGISTRATION CERTIFICATE	
K.	SMALL BUSINESS ENTERPRISE/MINORITY BUSINESS ENTERPRISE/WOMAN BUSINESS ENTERPRISE FORM	
L.	SMALL BUSINESS ENTERPRISE FORM SBE FORM -- PROPOSED SCHEDULE OF SMALL BUSINESS ENTERPRISE PARTICIPATION	
M.	INSURANCE (see Section V of RFP) for Insurance Requirements for the Services Agreement) Submit proof of insurance- either certificate of insurance or letter from broker with proposal.	

(Firm)

(Title)

(Signature)

(Date)

(Name – please print or type)

(Telephone Number/Fax Number)

EXHIBIT A

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE

N.J.S.A. 10:5-31 et seq., N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICES AND GENERAL SERVICES AGREEMENTS

During the performance of the Services Agreement, the Contractor agrees as follows:

- A. The contractor or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, the contractor will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such equal employment opportunity shall include, but not be limited to the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. The contractor agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the Public Agency Compliance Officer setting forth provisions of this nondiscrimination clause.
- B. The contractor or subcontractor, where applicable, will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity, or expression, disability, nationality or sex.
- C. The contractor or subcontractor will send to each labor union, of with which it has a collective bargaining agreement, a notice to be provided by the agency contracting officer, advising the labor union of the contractor's commitments under this chapter and shall post copies of the notice in conspicuous places available to employees and applicants for employment.
- D. The contractor or subcontractor where applicable agrees to comply with any regulations promulgated by the Treasurer pursuant to *N.J.S.A. 10:5-31 et seq.*, as amended and supplemented from time to time and the Americans with Disabilities Act.
- E. The contractor or subcontractor agrees to make good faith efforts to meet targeted county employment goals established in accordance with *N.J.A.C. 17:27-5.2*.
- F. The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity, or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.

- G. The contractor or subcontractor agrees to revise any of its testing procedures, if necessary, to assure that all personal testing conforms to the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.
- H. In conforming with the targeted employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity, or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.
- I. The Contractor shall submit to the public agency, after notification of award but prior to execution of a goods and Services Agreement, one of the following three documents:
 - i. Letter of Federal Affirmative Action Plan Approval
 - ii. Certificate of Employee Information Report
 - iii. Employee Information Report Form AA302 (electronically provided by the Division and distributed to the public agency through the Division's website at www.state.nj.us/treasury/contract_compliance)

The contractor and its subcontractor shall furnish such reports or other documents to the Division of Purchase & Property, CCAU, EEO Monitoring Program as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Division of Purchase & Property, CCAU, EEO Monitoring Program for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27**

The parties to the Services Agreement do hereby agree that the provision of ***N.J.S.A. 10:5-31 et seq.*** dealing with discrimination in employment on public contracts, and the rules and regulations promulgated pursuant thereunto, are hereby made a part of the Services Agreement and are binding upon them.

Submitted by:

Firm Name: _____

By: _____

Title: _____

Date: _____

EXHIBIT B

AFFIRMATIVE ACTION INFORMATION SHEET

IN ACCORDANCE WITH THE TERMS OF THE ATTACHED SERVICES AGREEMENT PROPOSERS ARE REQUIRED TO SUBMIT ONE OF THE FOLLOWING FORMS RELATING TO COMPLIANCE WITH AFFIRMATIVE ACTION REGULATIONS. PLEASE COMPLETE AND RETURN THIS FORM WITH THE PROPOSAL.

1. The Proposer has submitted a Federal Affirmative Action Plan Approval which consists of a valid letter from the Office of Federal Contract Compliance Programs (Good for one year of the date of letter).

YES _____ NO _____

If Yes, a photo copy of the Letter of Approval is to be submitted with the bid.
(OR)

2. The Proposer has submitted a Certificate of Employee Information Report pursuant to (N.J.A.C. 17.27-1.1) and The State Treasurer has approved said report.

YES _____ NO _____

If Yes, a photo copy of the Certificate is to be submitted with the bid. (Expiration Date on Certificate)

Certificate of Approval Number _____
(OR)

3. If Proposer has already submitted the Employee Information Report form to the States' Affirmative Action Office, please return a copy of it with the bid.

If you are the successful Proposer and have none of the above, please contact the Procurement and Materials Management Department at **(732) 750-5300 ext. 8628** within five (5) days of notification of award for AA-302 Form. This AA-302 Form must be forwarded to the States' Affirmative Action Office with the Authority's copy (Pink) returned to the Authority's Procurement and Materials Management Department.

The signature below certifies that one of the above forms of Affirmative Action evidence has been submitted, and all information contained above is correct to the best of my knowledge.

Signed _____ Date Signed _____

Print Name and Title _____

Proposers Company Name _____

Address _____

Telephone Number _____ Fax Number _____

EXHIBIT C
AFFIDAVIT OF MORAL INTEGRITY

STATE OF _____

Ss:

COUNTY OF _____

I, _____, the _____ (Pres., Vice Pres., Owner/Partner) of

_____ (Proposer), being first duly sworn, deposes and says:

1. That the Proposer wishes to demonstrate moral integrity in accordance with the services to be rendered/goods to be provided in accordance with the Proposer's proposal.

2. That as of the date of signing this Affidavit, neither Proposer nor any of its Principals, Owners, Officers, or Directors are involved in any Federal, State or other Governmental Investigation concerning criminal or quasi-criminal violations, except as follows: **(If none, so state):**

3. Proposer further states that neither the Proposer, nor any of its Principals, Owners, Officers or Directors, has ever engaged in any violation of a Federal or State Criminal Statute; or ever been indicted, convicted, or entered a plea of guilty, *non vult* or *nolo contendere* to any violation of a Federal or State Criminal Statute; or ever engaged in violation of any nature regarding work on the Agreements performed by it, except as follows: **(If none, so state):**

4. That Proposer authorizes any depository or other agency to supply the Authority with any information necessary to verify any statement made in this Affidavit of Moral Integrity.

5. That as of the date of signing this Affidavit, outstanding liens filed against this Proposer are as follows: **(if none, so state).**

6. That the undersigned, being authorized to act on behalf of Proposer certifies that I am personally acquainted with the operations of said Proposer, have full knowledge of the factual basis comprising the contents of this Affidavit of Moral Integrity and that the same are true to my knowledge.

7. That this Affidavit of Moral Integrity is made to induce the Authority to accept the Proposer as a qualified provider of goods and/or services, knowing that the said New Jersey Turnpike Authority relies upon the truth of the statements herein contained.

Sworn and Subscribed to Before Me This

____ Day of _____ 20__

Signature

Notary Public

Title

(Corporate Seal)

EXHIBIT D

Ownership Disclosure Form

OWNERSHIP DISCLOSURE FORM

DEPARTMENT OF THE TREASURY
DIVISION OF PURCHASE & PROPERTY
STATE OF NEW JERSEY
33 W. STATE ST., 9TH FLOOR
PO BOX 230
TRENTON, NEW JERSEY 08625-0230

BIDDER: _____

INSTRUCTIONS: Provide below the names, home addresses, dates of birth, offices held and any ownership interest of all officers of the firm named above. If additional space is necessary, provide on an attached sheet.

<u>NAME</u>	<u>HOME ADDRESS</u>	<u>DATE OF BIRTH</u>	<u>OFFICE HELD</u>	<u>OWNERSHIP INTEREST</u> (Shares Owned or % of Partnership)
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

INSTRUCTIONS: Provide below the names, home addresses, dates of birth, and ownership interest of all individuals not listed above, and any partnerships, corporations and any other owner having a 10% or greater interest in the firm named above. If a listed owner is a corporation or partnership, provide below the same information for the holders of 10% or more interest in that corporation or partnership. If additional space is necessary, provide that information on an attached sheet. If there are no owners with 10% or more interest in your firm, enter "None" below. Complete the certification at the bottom of this form. If this form has previously been submitted to the Purchase Bureau in connection with another bid, indicate changes, if any, where appropriate, and complete the certification below.

<u>NAME</u>	<u>HOME ADDRESS</u>	<u>DATE OF BIRTH</u>	<u>OFFICE HELD</u>	<u>OWNERSHIP INTEREST</u> (Shares Owned or % of Partnership)
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

COMPLETE ALL QUESTIONS BELOW

	<u>YES</u>	<u>NO</u>
1. Within the past five years has another company or corporation had a 10% or greater interest in the firm identified above? (If yes, complete and attach a separate disclosure form reflecting previous ownership interests.)	_____	_____
2. Has any person or entity listed in this form or its attachments ever been arrested, charged, indicted or convicted in a criminal or disorderly persons matter by the State of New Jersey, any other State or the U.S. Government? (If yes, attach a detailed explanation for each instance)	_____	_____
3. Has any person or entity listed in this form or its attachments ever been suspended, debarred or otherwise declared ineligible by any agency of government from bidding or contracting to provide services, labor, material, or supplies? (If yes, attach a detailed explanation for each instance)	_____	_____
4. Are there now any criminal matters or debarment proceedings pending in which the firm and/or its officers and/or managers are involved? (If yes, attach a detailed explanation for each instance)	_____	_____
5. Has any Federal, State or Local license, permit or other similar authorization, necessary to perform the work applied for herein and held or applied for by any person or entity listed in this form, been suspended or revoked, or been the subject or any pending proceedings specifically seeking or litigating the issue of suspension or revocation? (If yes, attach a detailed explanation for each instance)	_____	_____

CERTIFICATION: I, being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I acknowledge that the State of New Jersey is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the State to notify the State in writing of any changes to the answers or information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the State of New Jersey and that the State at its option, may declare any contract(s) resulting from this certification void and unenforceable.

I, being duly authorized, certify that the information supplied above, including all attached pages, is complete and correct to the best of my knowledge, I certify that all of the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Company Name: _____ (Signature)
Address: _____ (Name)
PRINT OR TYPE: _____ (Title)
PRINT OR TYPE: _____
FEIN/SSN#: _____
Date _____

EXHIBIT E

VENDOR DISCLOSURE FORM

Please be advised that, the New Jersey Turnpike Authority (the "Authority") has developed this form under the policy and procedures in accordance with *N.J.S.A. 52:34-13.2*. Under this order, the Authority must consider the requirements of New Jersey's contracting laws, the best interests of the State of New Jersey and its citizens, as well as applicable federal and international requirements.

The Authority shall insure that all Proposers seeking to enter into the Services Agreement in which services are procured on his behalf must disclose:

- a. The location by country where the services under the Services Agreement will be performed;
and
- b. Any subcontracting of services under the contract and the location by country
where the subcontracted services will be performed.

LOCATION BY COUNTRY WHERE SERVICES UNDER THE SERVICES AGREEMENT WILL BE
PERFORMED:

The Proposer _____
(Location by Country)

Name: _____

Address: _____

Title: _____

Subcontractor: _____
(Location by Country)

Name: _____

Address: _____

Title: _____

I certify that all information is true and correct to the best of my knowledge.

Proposer: _____ Title: _____

EXHIBIT F

NEW JERSEY TURNPIKE AUTHORITY
****NEW - DISCLOSURE OF INVESTMENT ACTIVITIES IN IRAN****

NAME OF CONTRACTOR /BIDDER: _____

PART 1: CERTIFICATION

CONTRACTORS/BIDDERS **MUST COMPLETE** PART 1 BY CHECKING **EITHER BOX**.
FAILURE TO CHECK ONE OF THE BOXES SHALL RENDER THE PROPOSAL NON-RESPONSIVE.

Pursuant to Public Law 2012, c. 25, any person or entity that submits a bid or proposal or otherwise proposes to enter into or renew a contract must complete the certification below to attest, under penalty of perjury, that neither the person or entity, nor any of its parents, subsidiaries, or affiliates, is identified on the Department of Treasury's Chapter 25 list as a person or entity engaging in investment activities in Iran. The Chapter 25 list follows this certification and can also be found on the State of New Jersey, Department of Treasury, Division of Purchase and Property website at <http://www.state.nj.us/treasury/purchase/pdf/Chapter25List.pdf>. Contractors/Bidders **must** review this list prior to completing the below certification. **FAILURE TO COMPLETE THE CERTIFICATION WILL RENDER A CONTRACTOR'S/BIDDER'S PROPOSAL NON-RESPONSIVE.** If the Authority finds a person or entity to be in violation of law, it shall take action as may be appropriate and provided by law, rule or contract, including but not limited to, imposing sanctions, seeking compliance, recovering damages, declaring the party in default and seeking debarment or suspension of the party.

PLEASE CHECK THE APPROPRIATE BOX:

☐ I certify, pursuant to Public Law 2012, c. 25, that neither the contractor/bidder listed above nor any of the contractor's/bidder's parents, subsidiaries, or affiliates is **listed** on the N.J. Department of the Treasury's list of entities determined to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25 List"). I further certify that I am the person listed above, or I am an officer or representative of the entity listed above and I am authorized to make this certification on its behalf. **I will skip Part 2 and sign and complete the CERTIFICATION below.**

OR

☐ I am unable to certify as above because the contractor/bidder and/or one or more of its parents, subsidiaries, or affiliates is listed on the Department's Chapter 25 list. I will provide a detailed, accurate and precise description of the activities in Part 2 below and sign and complete the CERTIFICATION below. **Failure to provide such will result in the proposal being rendered a non-responsive** and appropriate penalties, fines and/or sanctions will be assessed as provided by law.

**Part 2: PLEASE PROVIDE FURTHER INFORMATION RELATED TO
INVESTMENT ACTIVITIES IN IRAN**

You must provide a detailed, accurate and precise description of the activities of the bidding person/entity, or one of its parents, subsidiaries or affiliates, engaging in the investment activities in Iran outlined above by completing the requested information below. Please provide thorough answers to each question. If you need to make additional entries, provide the requested information on a separate sheet

Name _____ Relationship to Contractor/Bidder _____

Description of Activities _____

Duration of Engagement _____ Anticipated Cessation Date _____

Contractor/Bidder Contact Name _____ Contact Phone Number _____

CERTIFICATION
MUST BE SIGNED BY BIDDER

I being duly sworn upon my oath, hereby represent and state that the foregoing information and any attachments thereto to the best of my knowledge are true and complete. I attest that I am authorized to execute this certification on behalf of the above referenced person or entity. I acknowledge that the South Jersey Transportation Authority (“Authority”) is relying on the information contained herein and thereby acknowledge that I am under a continuing obligation from the date of this certification through the completion of any contracts with the Authority to notify the Authority in writing of any changes to the answers of information contained herein. I acknowledge that I am aware that it is a criminal offense to make a false statement or misrepresentation in this certification, and if I do so, I recognize that I am subject to criminal prosecution under the law and that it will also constitute a material breach of my agreement(s) with the Authority and that the Authority at its option may declare any contract(s) resulting from this certification void and unenforceable.

FULL NAME (print): _____ SIGNATURE _____

TITLE: _____ DATE: _____



State of New Jersey

DEPARTMENT OF THE TREASURY
DIVISION OF PURCHASE AND PROPERTY
OFFICE OF THE DIRECTOR
33 WEST STATE STREET
P. O. BOX 039
TRENTON, NEW JERSEY 08625-0039

CHRIS CHRISTIE
Governor

ANDREW P. SIDAMON-ERISTOFF
State Treasurer

KIM GUADAGNO
Lt. Governor

JIGNASA DESAI-MCCLEARY
Director

Telephone (609) 292-4886 / Facsimile (609) 984-2575

The following list represents entities determined, based on credible information available to the public, to be engaged in prohibited activities in Iran pursuant to P.L. 2012, c. 25 ("Chapter 25"):

1.	Amona	20.	Liquified Natural Gas Limited
2.	Bank Saderat PLC	21.	Maire Tecnimont SpA
3.	Bank Sepah	22.	Naftiran Intratrade Company (NICO)
4.	Bank Markazi Iran (Central Bank of Iran)	23.	National Iranian Tanker Company (NITC)
5.	Bank Mellat	24.	Oil and Natural Gas Corporation (ONGC)
6.	Bank Melli Iran	25.	Oil India Limited
7.	Bank Tejarat	26.	Panyu Chu Kong Steel Pipe Company, Ltd.
8.	Belaz	27.	Persia International Bank
9.	Belneftkhim (Belarusneft)	28.	PetroChina Company, Ltd.
10.	China International United Petroleum & Chemicals Co., Ltd. (Unipetec)	29.	Petroleos de Venezuela (PDVSA Petróleo, SA)
11.	China National Offshore Oil Corporation (CNOOC)	30.	Sameh Afzar Tajak Company (SATCO)
12.	China National Petroleum Corporation (CNPC)	31.	Schwing America Inc.
13.	China National United Oil Corporation (ChinaOil)	32.	Shandong FIN CNC Machine Company, Ltd.
14.	China Petroleum & Chemical Corporation (Sinopec)	33.	Sinohydro
15.	China Precision Machinery Import-Export Corp. (CPMIEC)	34.	SK Energy
16.	Grimley Smith Associates	35.	SKS Ventures
17.	Indian Oil Corporation	36.	Som Petrol AS
18.	Industrija Nafta (INA)	37.	Sonangol
19.	Kingdream PLC	38.	Zhuhai Zhenrong Company

List Date: July 31, 2014

EXHIBIT G

NOTICE TO ALL PROPOSERS SET-OFF FOR STATE TAX

Please be advised that pursuant to P.L. 1995. c. 159, effective January 1, 1996 and notwithstanding any provision of the law to the contrary, whenever any taxpayer, partnership, or S corporation under the Agreement to provide goods or services or construction projects to the State of New Jersey or its agencies or instrumentalities, including the legislative and judicial branches of State government, is entitled to payment for those goods or services or construction projects and at the same time the taxpayer, or the partner or shareholder of that entity, is indebted for any State tax, the Director of the Division of Taxation shall seek to set-off that taxpayer's, partner's or shareholder's share of the payment due to the taxpayer, partnership, or S corporation. The amount of set-off shall not allow for the deduction of any expenses or other deductions which might be attributable to a partner or shareholder subject to set-off under this act. No payment shall be made to the taxpayer, the provider of goods or services, or the contractor or subcontractor of construction projects pending resolution of the indebtedness.

The Director of Division of Taxation shall give notice to the set-off to the taxpayer, the provider of goods or services, or the contract or subcontractor of construction projects and provide an opportunity for a hearing with thirty (30) days of such notice under the procedures for protests established under R.S. 54:49-18. No requests for conference, protest or subsequent appeal to the Tax Court from any protest under this section shall stay the collection of the indebtedness. Interest that may be payable by the State pursuant to P.L. 1987, c. 184 (c.52:32-32et seq.) to the taxpayer, the provider of goods or services, or the contractor or subcontractor of construction projects shall be stayed.

“I HAVE BEEN ADVISED OF THIS NOTICE.”

COMPANY_____

SIGNATURE_____

NAME_____

TITLE_____

DATE_____

EXHIBIT H

**NEW JERSEY ELECTION LAW ENFORCEMENT COMMISSION REQUIREMENT FOR DISCLOSURE OF
POLITICAL CONTRIBUTIONS**

All business entities are advised of their responsibility to file an annual disclosure statement of political contributions with the New Jersey Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A. 19:44A-20.27 if they receive in excess of \$50,000.00 from public entities in a calendar year. Business entities are responsible for determining if filing is necessary. Additional information on this requirement is available from ELEC at 888-313-3532 or at www.elec.state.nj.us

**DISCLOSURE OF CONTRIBUTIONS TO NEW JERSEY ELECTION LAW ENFORCEMENT
COMMISSION IN ACCORDANCE WITH N.J.S.A. 19:44A-2027**

STATE OF _____

:SS

COUNTY OF _____

I, _____ of the _____ of _____ in the County of _____ and the State of _____ of full age, being duly sworn according to law on my oath depose and say that:

I am _____, a _____ in the firm of _____
(Name) (Title, Position, etc.)

_____, the Proposer making the Proposal in response to the Request for Proposal to Furnish and Provide the Services referenced herein; that I executed said Proposal with full authority to do so; and that the Proposer acknowledges our responsibility to file an annual disclosure statement of political contributions with the New Jersey Election Law Enforcement Commission (ELEC) pursuant to N.J.S.A. 19:44A-20.27 if in receipt of in excess of \$50,000.00 from public entities in a calendar year. I further acknowledge that business entities are solely responsible for determining if filing is necessary and that all statements contained in said Proposal and in this affidavit are true and correct, and made with full knowledge that the New Jersey Turnpike Authority relies upon the truth of the statements contained in said Proposal and in statements contained in this affidavit in awarding the Services Agreement for the Services.

I further warrant that no person or selling agency has been employed or retained to solicit or secure such Services Agreement upon an agreement or understanding for commission, percentage proposerage, or contingent fee, except bona fide employees of the Proposer, and as may be permitted by law.

Print Name: _____

Subscribed and Sworn to before me this _____ day of _____ 20____

Notary Public of _____

My Commission Expires: _____

EXHIBIT I

AFFIDAVIT OF NON-COLLUSION

STATE OF :
 :
COUNTY OF :

The undersigned, being duly sworn according to law, deposes and says:

1. That, as the party submitting the foregoing Proposal, that such Proposal is genuine and not collusive or a sham; that said Proposer has not colluded, conspired, connived, or agreed, directly or indirectly, with any Proposer or person, to put in a sham Proposal or to refrain from participating in this solicitation, and has not, in any manner, directly or indirectly, sought by agreement or collusion, or communication or conference, with any person, to fix the price of affiant or of any other Proposer, or to fix any overhead, profit, or cost element of said price, or of that of any other Proposer, or to secure any advantages against the New Jersey Turnpike Authority ("Authority"), or any person interested in the proposed Services Agreement; and that all statements in said Proposal are true.

2. That he/she has not been convicted or found liable for any act prohibited by state or federal law involving conspiracy or collusion with respect to proposing or bidding on any public contract within the last three years. Such act or conviction does not automatically disqualify a Proposer, but may be grounds for administrative suspension or grounds for consideration by the Authority as to whether the Authority should decline to award the Services Agreement to such a Proposer on the basis of a lack of responsibility. If Proposer has been convicted of any act prohibited by state or federal law involving collusion with respect to proposing or bidding on any public contract within the past three years, Proposer should attach an explanation of the circumstances surrounding that conviction.

FIRM NAME

NAME

TITLE

SIGNATURE

Subscribed and sworn to and
before me this day
of , 20____.

EXHIBIT J

NJ DIVISION OF REVENUE BUSINESS REGISTRATION
[Attach]

For information regarding the New Jersey Division of Revenue Business Registration Requirement, Proposers can contact the Bureau of Client Registration at (609) 292-9292.

If you wish to file your application online, you may do so by visiting the following website:
<http://www.nj.gov/treasury/revenue/forms/njreg.pdf>

EXHIBIT K

SMALL BUSINESS ENTERPRISE / MINORITY BUSINESS / WOMAN OWNED BUSINESS

SMALL / MINORITY / WOMAN BUSINESS ENTERPRISE FORM

If Proposer is registered with the State of New Jersey as a Small Business Enterprise (SBE), and/or Certified as a Woman Business Enterprise (WBE) or Minority Business Enterprise (MBE) you must send a copy of the Registration/Certification Form with your Proposal. Please check off the gross receipt category of your business if registered as an SBE

- SBE CATEGORY 1 \$0- \$500,000 _____
- SBE CATEGORY 2 \$500,001 thru \$5,000,000 _____
- SBE CATEGORY 3 \$5,000,001 thru \$12,000,000 _____
- NOT APPLICABLE _____

SBE Registration # _____

Please check below if applicable

Woman Business Enterprise _____ Minority Business Enterprise _____

Proposer Name: _____

EXHIBIT L

SMALL BUSINESS ENTERPRISE FORM

SBE FORM -- PROPOSED SCHEDULE OF SMALL BUSINESS ENTERPRISE PARTICIPATION

SMALL BUSINESS ENTERPRISE FORM

SBE FORM -- PROPOSED SCHEDULE OF SMALL BUSINESS ENTERPRISE PARTICIPATION

NAME & ADDRESS OF SBE (SUB)CONSULTANT SUPPLIER	TYPE OF WORK TO BE PERFORMED	ESTIMATED PERCENTAGE OF (SUB)CONSULTANT WORK

(Attach additional sheet if necessary)

Proposer (Print Name)

Proposer's SBE Liaison officer (if applicable)

Telephone Number

All Proposers must complete and submit this form with their Proposal (if no subcontracting is involved state so.)

EXHIBIT M

[Attach Certificate of Insurance or Letter from Broker]

APPENDICES

- 1. State Contractor Political Contribution Compliance Public Law 2005, Chapter 51 and Executive Order 117**

Appendix 1

State Contractor Political Contributions Compliance Public Law 2005, Chapter 51 and Executive Order 117

In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the award of State contracts from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, Executive Order 134 (McGreevey) was signed on September 22, 2004 and became effective October 15, 2004. EO134 was applicable to all State agencies, the principal departments of the executive branch, any division, board, bureau, office, commission within or created by a principal executive branch department, and any independent State authority, board, commission, instrumentality or agency. EO134 was superseded by P.L. 2005, c. 51, signed into law on March 22, 2005 ("Chapter 51"). In September 2008, Executive Order 117 (Corzine) was signed and became effective November 15, 2008. EO117, which applies only prospectively, extends Chapter 51's political contribution restrictions by expanding the definition of "business entity" to include, for example, more corporate shareholders and sole proprietors. EO117 and Chapter 51 contain restrictions and reporting requirements that will necessitate a thorough review of their provisions by bidders.

Pursuant to the requirements of Chapter 51 and EO117, the terms and conditions set forth in this Appendix are material terms of any contract entered into by the Authority.

DEFINITIONS

For the purpose of this Appendix, the following shall be defined as follows:

a) "**Contribution**" – means a contribution reportable by the recipient under the New Jersey Campaign Contributions and Expenditures Reporting Act, P.L. 1973, c. 83, *N.J.S.A. 19:44A-1 et seq.*, and implementing regulations set forth at *N.J.A.C. 19:25-7* and *N.J.A.C. 19:25-10.1 et seq.*, made on or after October 15, 2004. As of January 1, 2005, contributions in excess of \$300 are reportable.

b) "**Business Entity**" – means any natural or legal person; business corporation (and any officer, person, or business entity that owns or controls 10% or more of the corporation's stock); professional services corporation (and any of its officers or shareholders); limited liability company (and any members); general partnership (and any partners); limited partnership (and any partners); in the case of a sole proprietorship: the proprietor; a business trust, association or any other legal commercial entity organized under the laws of New Jersey or any other state or foreign jurisdiction, including its principals, officers, or partners. The definition of a business entity also includes (i) all principals who own or control more than 10 percent of the profits or assets of a business entity; (ii) any subsidiaries directly or indirectly controlled by the business entity; (iii) any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee; and (iv) if a business entity is a natural person, that person's spouse, civil union partner or child, residing in the same household, except for contributions by spouses, civil union partners, or resident children to a candidate for whom the contributor is eligible to vote, or to a political party committee within whose jurisdiction the contributor resides.

PROHIBITION ON THE AGREEMENTS/BREACH OF EXISTING THE AGREEMENT

As set forth in Chapter 51 and EO117, the Authority shall not enter into a the Agreement to procure from any Business Entity services or any material, supplies or equipment, or to acquire, sell or lease any land or building, where the value of the transaction exceeds \$17,500, if that Business Entity has solicited or made any contribution of money, or pledge of contribution, including in-kind contributions, to a candidate committee and/or election fund of any candidate for or holder of the public office of Governor or Lieutenant Governor, or to any State, county or municipal political party committee, or legislative leadership committee during specified time periods.

Further, it shall be a breach of the terms of any contract with the Authority for any Business Entity who has been awarded the contract, during the term of the contract or any extension thereof, to:

- (i) make or solicit a contribution in violation of Chapter 51 or EO117;
- (ii) knowingly conceal or misrepresent a contribution given or received;
- (iii) make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution;
- (iv) make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate of holder of the public office of Governor or Lieutenant Governor, or to any State, county or municipal party committee, or legislative leadership committee;
- (v) engage or employ a lobbyist or consultant with the intent or understanding that such lobbyist or consultant would make or solicit any contribution, which if made or solicited by the Business Entity itself, would subject that entity to the restrictions of Chapter 51 or EO117;
- (vi) fund contributions made by third parties, including consultants, attorneys, family members, and employees;
- (vii) engage in any exchange of contributions to circumvent the intent of Chapter 51 or EO117; or
- (viii) directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of Chapter 51 or EO117.

CERTIFICATION AND DISCLOSURE REQUIREMENTS

Prior to the award of any contract or agreement, the Authority shall notify any Business Entity to which it intends to award a contract of the need to submit to the Authority a completed Certification and Disclosure of Political Contributions form, as issued by the State Treasurer. **The intended awardee will receive the applicable form from the Authority's Procurement and Materials Management Department to be completed and returned to the Authority for submission to the State Treasurer.**

In completing this form, the Business Entity must certify that no contributions prohibited by Chapter 51 or EO117 have been made by the Business Entity and must report all contributions the Business Entity made during the preceding four years to any political organization organized under 26 U.S.C. § 527 of the Internal Revenue Code that also meets the definition of a "continuing political committee" within the meaning of *N.J.S.A. 19:44A-3(n)* and *N.J.A.C. 19:25-1.7*. Failure to submit the required forms will preclude award of the contract at issue, as well as future contract opportunities.

Upon approval by the State Treasurer, the Authority will prepare the Services Agreement for execution. However, if the State Treasurer determines that any contribution or action by a Business Entity poses a conflict of interest in the awarding of the contract or agreement at issue, the State Treasurer shall disqualify the Business Entity from award of such contract.

Once approved by the State Treasurer, a Business Entity's Political Contributions Certification is valid for a two (2) year period from the date of approval. If, prior to the award of a contract, the State

Treasurer confirms to the Authority that the intended awardee has an approved certification that will remain valid for the term of the contract, the Authority may waive the requirement that the awardee complete an additional Certification and Disclosure of Political Contributions form.

Any Business Entity entering into a contract with the Authority is required, on a continuing basis, to report to the Authority any contributions it makes during the term of the contract, and any extension(s) thereof, at the time any such contribution is made. Such reports shall be subject to review by the Authority and the State Treasurer. If the State Treasurer determines that any such contribution poses a conflict of interest, such contribution shall be deemed a material breach of the contract or agreement at issue.